

**BYLAWS
OF THE
CLALLAM COUNTY PUBLIC TRANSPORTATION BENEFIT AREA**

**ARTICLE I
NAME**

Section 1.1 Name

The name of this municipal corporation, duly established pursuant to the laws of the State of Washington, shall be **Clallam Transit System** (CTS). The offices of CTS shall be at 830 West Lauridsen Boulevard, Port Angeles, Washington.

**ARTICLE II
THE GOVERNING BODY - BOARD COMPOSITION**

Section 2.1 Board Composition

Subject to the provisions of RCW 36.57A.050, as it now exists or may be amended, the governing body of CTS, hereinafter referred to as the "Board," shall consist of eight (8) voting members, all of whom shall be elected officials selected by and serving at the pleasure of the governing bodies of the cities of Sequim, Port Angeles, and Forks and of Clallam County; and one (1) non-voting member. The membership of the Board shall consist of the following:

- a) Two elected voting officials of the City of Port Angeles.
- b) Two elected voting officials of the City of Sequim.
- c) Two elected voting officials of the City of Forks.
- d) Two elected voting commissioners of Clallam County.
- e) One appointed nonvoting member appointed in accordance with RCW 36.57A.050.

Section 2.2 Alternate Representatives

The Cities and the County may each appoint up to two (2) alternate members to serve at a Board meeting in the event of a regular member's absence, and to exercise all of the powers and duties of the regular Board member at that meeting. Such alternate member(s) shall also be an elected official of the member cities or Clallam County.

Section 2.3 Term of Office

Each member of the Board shall hold office until their successor has been selected, as provided herein, unless such person is legally ineligible to hold such position.

Section 2.4 Attendance of Board Members

It is recognized that attendance by Board members is of prime public concern. Any Board member not able to attend a regularly scheduled Board meeting shall notify the General Manager or Clerk to the Board, or designated alternates. In the event that a Board member or alternate shall not consistently attend Board meetings, the Board may request from the member City or the County the appointment of a replacement for such Board member.

Section 2.5 Periodic Review of Board Composition

In accordance with the provisions of RCW 36.57A.055, the Board shall, commencing in 2000, and every four years thereafter, request that the member Cities and Clallam County perform a review of the composition of the Board.

ARTICLE III DUTIES OF THE BOARD AND BOARD MEETINGS

Section 3.1 Duties of the Board

The Board shall provide the policy and legislative direction for CTS and its administrators. The Board may create such departments, offices, or advisory boards as it finds necessary or advisable and may determine the powers and duties of each department or office.

CTS shall have all of the powers specified in 36.57A RCW, specifically including those enumerated in RCW 36.57A.080 and .090, as now enacted or hereafter amended, and all other powers which are necessary to carry out the purposes of CTS.

Section 3.2 Meetings and Meeting Notice.

a) Regular Meetings

The time and place of regular meetings of the Board shall be established by a resolution of the Board. Such resolution may also specify the appropriate notification of such meetings.

b) Special Meetings

Special meetings may be called at any time, in accordance with the procedures of RCW 42.30.080, as now enacted or hereafter amended.

Section 3.3 Quorum.

At any regular or special meeting, any five (5) voting members of the Board shall constitute a quorum for the transaction of business, provided, however, that during the consideration of the following actions, there shall be present at least one member from each of the member Cities and the County:

- a)** Initial appointment or dismissal of a General Manager; and
- b)** Selection of Chairperson and Vice-Chairperson; and
- c)** Revision or amendment of the Bylaws.

Section 3.4 Parliamentary Procedure

This Section shall govern the procedures to be followed by the Board for the conduct of Board meetings and the maintenance of order.

a) Open Public Meetings Act

The Board shall comply with the provisions of the Open Public Meetings Act, Chapter 42.30 RCW, in the conduct of all meetings to which said act is applicable.

b) Executive Sessions

The Board may discuss topics in executive session, which topics are specified in RCW 42.30.110 or relate to potential or pending litigation and are subject to attorney-client privilege. The Corporate Counsel shall inform the Board whenever any proposed discussion in executive session is not legally allowed. The Chair will announce whether the nonvoting member will be excluded, consistent with RCW 36.57A.050.

No member of the Board, employee of the Corporation, or any other person present during executive sessions of the Board shall disclose to any person the content or substance of any discussion or action which took place during said executive session, unless a majority of the Board shall authorize such disclosure.

c) Work Sessions

The Board may, as it deems necessary, conduct either regular or special meetings as work sessions for the purpose of in-depth review and discussion of specified issues.

d) Voting Procedure and the Chair of the Board

Every voting member of the Board shall be entitled to one vote on all issues before the Board; the nonvoting member is entitled to no vote.

The Chair of the Board may vote on all matters coming before the Board; however, the Chair of the Board shall not be required to vote except in the event of a tie.

The Chair of the Board shall state all questions coming before the Board, provide the opportunity for discussion from the floor, and announce the decision of the Board on all subjects. Procedural decisions shall be made by the Chair of the Board, who may request advice on such matters from the Corporate Counsel. Procedural decisions made by the Chair of the Board may be overruled by a majority vote of the Board.

e) Decorum and Debate

When a measure is presented for consideration to the Board, the Chair of the Board shall recognize the appropriate individual to present the matter. When two or more members wish to speak, the Chair of the Board shall name the member who is to speak first. No member of the Board shall interrupt another while speaking except to make a point of order or privilege.

No Board member shall be permitted to indulge in personalities, use language personally offensive, or use language tending to hold a member of the Board up to contempt.

If a member is speaking out of order or otherwise transgressing the rules of the Board, the Chair of the Board shall or any Board member may call him/her to order, in which case they shall immediately be quiet unless permitted to explain. The Board shall, if appealed to, decide the case without debate. If the decision is in favor of the member called to order, he/she shall be at liberty to proceed, but not otherwise. A Board member transgressing this rule shall be liable to censure or other such punishment as the Board may deem proper.

f) Questions of Parliamentary Procedure

Questions of parliamentary procedure not covered by these rules shall be governed by the current version of Robert's Rules of Order. The Board hereby adopts a special rule of order allowing for the consent agenda process.

g) Parliamentarian

The Corporate Counsel shall act as the parliamentarian of the Board.

h) Attendance at Meetings

Board members may attend Board meetings either in person, or, when a Board member may not attend in person, through the use of video or telephonic media. Attendance by such media shall be pursuant to procedures approved by the Board.

Section 3.5 Board Acting as a Body

The Board shall act as a body in making its decisions and announcing them. No member shall speak or act for the Board without prior authorization of the Board, except as otherwise provided for in these Bylaws.

Section 3.6 Records of Board Meetings - Minutes

The proceedings of the Board meetings shall be recorded and maintained in the CTS offices. The minutes shall consist primarily of a record of the session in accordance with Resolution No. 11:83, as now existing or hereinafter revised. Copies of the proposed minutes shall be forwarded to all Board members prior to the next regular meeting for their reference and/or correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary correction.

Section 3.7 Clerk to the Board

The General Manager shall designate a Clerk to the Board, who will be an employee of CTS. The duties of the Clerk to the Board shall be outlined in the designated employee's CTS position description.

The General Manager may designate a Deputy Clerk to the Board, who will also be an employee of CTS. The deputy will act as the Clerk to the Board's designated alternate when necessary.

Section 3.8 Committees.

Such standing or special committees as shall be necessary or appropriate may be formed, in accordance with the procedures of this paragraph.

a) Standing Committees

The Board acting as a whole may form standing committees. Such standing committees shall be formed by amendment to these Bylaws. The amendment shall contain provisions stating the specific purpose of the committee and its membership, provided that, in no event, shall a standing committee's membership constitute a quorum of the Board and that the general purpose of such standing committees shall be to adopt recommendations to the Board. Standing committees may contain citizen-electors residing within the CTS boundaries, provided that the number of citizen-electors on any standing committee shall not exceed the number of Board members appointed to such standing committee.

b) Special Committees.

Special committees may be formed and members appointed by the Chair of the Board. Membership shall be composed of Board members and may include citizen-electors residing within the Clallam County Public Transportation Benefit Area boundaries, but the number of citizen-elector members shall not exceed the number of Board members appointed.

At the time of the appointment of the members, the Chair of the Board shall state the objective of the committee and the expected date upon which a report shall be issued to the Board.

- c)** The Chair of the Board may appoint themselves or the Vice-Chair of the Board as an ex-officio member of any or all committees.
- d)** Any electors serving on a committee who fail to attend three (3) consecutive meetings or who are absent from five (5) meetings within one (1) year, shall be deemed to have resigned from such committee.
- e)** The General Manager shall be an ex-officio, non-voting member of any or all standing or special committees.
- f)** The following are the standing committees of CTS:

1. Operations and Maintenance Committee

There shall be a committee of the Board for the purpose of reviewing the operations and maintenance affairs and activities of CTS and adopting recommendations for consideration by the whole Board.

The system's Operations and Maintenance Committee shall be composed of not more than four (4) regular voting Board members (one designated from each jurisdiction) and citizen-elector members, if determined to be needed. The Chair of the Board may appoint individual members, with the consent of

the Board. The conduct of the Operations and Maintenance Committee shall be as established by the Clallam Transit System bylaws.

2. Administration and Finance

There shall be a committee of the Board for the purpose of reviewing the administrative and financial affairs and activities of CTS and adopting recommendations for consideration by the whole Board.

The system's Administration and Finance Committee shall be composed of not more than four (4) regular voting Board members (one designated from each jurisdiction) and citizen-elect members, if determined to be needed. The Chair of the Board may appoint individual members, with the consent of the Board. The conduct of the Administration and Finance Committee shall be as established by the Clallam Transit System bylaws.

ARTICLE IV SELECTION AND DUTIES OF THE CHAIR OF THE BOARD AND VICE-CHAIR OR THE BOARD

Section 4.1 Chair of the Board and Vice-Chair of the Board

The Board shall select a Chair of the Board and Vice-Chair of the Board from the voting members at the first meeting of the year. The Chair of the Board shall hold office until their successor is elected. The office of the Chair of the Board shall rotate on a yearly basis among the following four (4) represented categories and in the following suggested sequence: (1) Clallam County; (2) City of Forks; (3) City of Port Angeles; and (4) City of Sequim. Election of successors shall be deemed to occur at 12:01 a.m. of the day following the vote upon the question.

Section 4.2 Preside at Board Meetings

The Chair of the Board shall preside at all meetings of the Board. In the event of the Chair of the Board's absence or inability to preside, the Vice-Chair of the Board shall assume the duties of presiding; however, if the Chair of the Board is permanently unable to preside, the Board shall select a new Chair of the Board for the remainder of the Chair of the Board's term. In the event that the Vice-Chair of the Board is selected as the new Chair of the Board, then a new Vice-Chair of the Board shall be selected for the remainder of the Vice-Chair of the Board's term.

Section 4.3 Spokesperson

The Chair of the Board shall act as the spokesperson for CTS and shall act as its representative at meetings with other organizations, committees and other such activities, unless such representative shall otherwise be authorized by the Board; provided, however, the Chair of the Board may delegate to any Board member the duty of being a spokesperson or representative. Such spokesperson or representative shall make no pronouncements that will obligate or commit CTS except pursuant to prior authorization of the Board.

ARTICLE V GENERAL MANAGER

Section 5.1 Appointment and Removal of General Manager.

The Board may appoint a General Manager. The General Manager shall serve at the pleasure of the Board. The General Manager shall be the chief executive and administrative officer of CTS and shall perform such duties as specified in these by-laws, and as may otherwise be assigned by the Board.

Section 5.2 Duties of the General Manager.

The powers and duties of the General Manager of CTS shall be as shown in the Board-approved General Manager position description.

Section 5.3 Acting General Manager Appointment

In the event that the General Manager shall become unable to perform their duties, the Board shall appoint an acting General Manager.

ARTICLE VI ADVISORY COMMITTEES

Section 6.1 Creation and Authority

The Board finds that, from time to time, it may be appropriate to create ad hoc advisory committees to provide the Board with information and recommendations on issues of interest to the Board.

Section 6.2 Direction to Committee

In creating each such ad hoc advisory committee, the Board shall approve a written direction for the committee, which shall include specific issues or questions to be addressed by the committee, rules for operation of the committee, and a timeline for the committee's actions.

Section 6.3 Committee Membership

The members of the committee shall be appointed by the Chair of the Board after public solicitation of applicants for membership. The number of members of the committee shall also be established by the Board. Members of such committees shall be selected so as to provide the Board with the best advice available on the issue on which the Board desires to receive information or recommendations. Board members and transit staff may be included in the membership of each ad hoc committee.

ARTICLE VII CONFLICT OF INTEREST

Section 7.1 Conflict of Interest

Any Board member who has an interest in a contract or other transaction with the District or who has any other type of situation vis-à-vis CTS which would be construed by a judge or jury applying the "reasonable person" standard as a conflict including, but not limited to, family relationships,

shall make a full, frank and prompt disclosure to the Board prior to taking part in the discussion and vote in the matter at issue. Such disclosure shall include any relevant information and material facts known to the Board member concerning the potential conflict of interest which might reasonably be construed to affect the person's participation in the matter at issue.

Section 7.2 Disqualification

The remaining members of the Board shall determine by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the conflict is deemed to exist, the Board member shall not vote on, use personal influence in, nor participate in discussions or deliberations with respect to the matter at hand. Such Board member shall not be counted in determining whether or not a quorum exists. The minutes shall reflect that the Board member made the disclosure, abstained from voting and whether or not a quorum was present at the time of the action.

ARTICLE VIII SEVERABILITY

If any provision of these Bylaws, or its application to any person or circumstance is held invalid, the remainder of these Bylaws, or the application of the provisions to other persons or circumstances is not affected.

ARTICLE IX AMENDMENTS

These Bylaws, as adopted by the Board may be revised or amended at any regular or special meeting of the Board, with the provision that members receive copies of the proposed change(s) at least two (2) weeks prior to that meeting.